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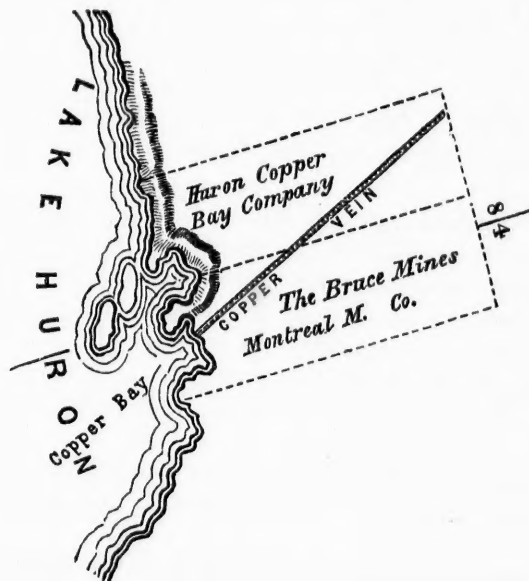
LAKE HURON

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COPPER BAY

MINING COMPANY.



CHARTER, BY-LAWS,

AND

REPORT.

NEW YORK:

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JUN 13 1935

THE HURON COPPER BAY MINING COMPANY.

CAPITAL £100,000.

THIS Company received its Charter from the Provincial Parliament of Canada, in the year 1849, having previously secured the mineral lands which form the basis of its operations.

This Charter, which is published herewith, is of the most liberal character, limiting the liability of the Stockholders to the amount of Capital subscribed, enabling the Company to explore and mine for Copper or other ores, to borrow money in their corporate name, open offices in London, Liverpool, New York, Boston, Philadelphia and Detroit, and generally to transact all business connected with and incidental to the objects of the Company.

The lands of the Company are situated on the North Shore of Lake Huron on the Canada side, opposite the lower end of the Island of St. Joseph, about 33 miles from the Sault Ste. Marie, twenty-four hours sail from Detroit, and 300 miles nearer to market than either of the mines on the American side of Lake Superior.

This location, together with that now belonging to the Montreal Mining Company, known as the "Bruce Mine," was discovered by J. W. Keating, Esq., formerly of Her Majesty's Indian Department, a gentleman long and favorably known to the Indians inhabiting the Northern Shores of Lake Huron, by whom the existence of mineral, in this quarter, was first communicated to him during the summer of 1846. In the autumn of that year, accompanied by Mr. Rankin, he proceeded to the spot described, and shortly afterwards the tract now belonging to this Company was located in the name of Mr. Keating; the Bruce Mine was also located by that gentleman in the name of another party. The owners of the Copper Bay location having acquired their title from Government, and at comparatively trifling outlay made such an exploration of their location as to satisfy them of its value, resolved to abstain from developing its resources until the character and value of the adjoining location should be fully proven, the latter having been sold to a wealthy and powerful company for about \$150,000. Without entering into any detailed statement of the course adopted by the Montreal Mining Company, who have expended a large sum of money upon their location in the erection of warehouses, smelting and crushing works, engine-house, dwellings, &c., &c., suffice it to say that Copper

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Mining on Lake Huron is no longer an experiment; and the result of their labors has given increased value to all the mineral land in their vicinity. In 1849, they produced \$11,664 worth of ore; in 1850, over 700 tons of fine Copper; in 1851, 918 tons; in 1852, 945 tons. During the past winter, about 500 tons from the Skimpings alone, and it is estimated that two thousand tons will be got out during this year. They have as yet been unable to get the requisite number of vessels to transport the ore, such has been the rapid productiveness of the mines, the Copper is of the finest quality, and enjoys a world-wide celebrity, from its having taken the prize at the World's Fair in London, in 1851; it commands the highest price in the Swansea Market, and the success of the Montreal Mining Company, in spite of a large and unnecessary outlay, is placed beyond a doubt.

In view of these circumstances, the Directors of the Copper Bay Mining Company feel that the time has arrived when active operations should be commenced upon their property, which adjoins the Bruce Mines, is of equal size, namely:—2 miles of frontage on the Lake, by 5 in depth, containing 6,400 acres, and through which the same veins, now being worked by the Montreal Mining Company, traverse it diagonally in a north westerly direction. The richness and extent of these veins on the Copper Bay Company's location, are proven by the explorations made by Captain Harris and Mr. Fairthorne, with a party of six men, in behalf of the Company in 1848. We make the following extracts from their letters:

Mr. Fairthorne writes under date of Jan. 25, 1848.

"The men are now employed in sinking a shaft on the vein which crops out in the Lake. They have proceeded to the depth of 17 feet. The ore is very rich."

May 1st, 1848, he says: "Mr. Harris has visited a vein 4 miles back, it is exactly on the line between the Hincks and Copper Bay location, 7 or a 8 feet in width, of a most promising character. This, no doubt, is a continuation of one of the Bruce Mine veins."

Jan. 25, 1848, Captain Harris writes as follows: "We are now down 17 feet in the shaft. I confidently expect in a short time to have as good a vein as there is on Lake Huron. I have traced the largest and best vein on Bruce location, within 60 yards of Copper Bay."

June 18, 1848, Captain Harris writes: "I beg to inform the board, that the prospects of "Copper Bay Company," are far superior to any other in this region, except only the Bruce, and it is my firm belief, if the Copper Bay location is fairly tested, there is nothing in this region will exceed it. The veins on Bruce location are being uncovered and all run towards Copper Bay, and they look to be very productive indeed. Three miners employed on one of the Bruce veins, 70 yards from us, took out 50 tons of very rich ore in one month."

Again, on 4th September, 1848, Captain Harris says: "I have, since I last wrote, discovered a vein near the line between us and Bruce Mine location 4 feet wide. The ores exactly correspond with the Bruce Mine."

These opinions were subsequently verified by the explorations of W. E. Logan, Esq., F. R. S., the Provincial Geologist of Canada, for many years employed under Sir Henry De La Beche on the Geological Survey in England, long a resident and practical copper smelter in Swansea, and familiar with copper mining in all its details. We publish a few extracts from his report:

"The North Shore of Lake Huron, in so far as it has come under my observation, presents an undulating country, rising into hills which sometimes attain the height of 400 and 700 feet above the lake. These occasionally exhibit rugged escarpments and naked rocky surfaces; but in general, their summits are rather rounded, and their flanks, with the valleys separating one range from another, are most frequently well clothed with hard and soft wood, often of large growth, and of such species as are valuable in commerce; in many places giving promise of a good arable soil. Many of the slopes are gentle, and many of the valleys wide.

"Five principal rivers, besides several of inferior note, flow through the country, and it appears to abound in lakes. The principal streams are the Thessalon, the Mississagui, the Serpent, the Spanish River, and the White Fish, of which the mouths are from fifteen to thirty miles apart. The Mississagui and the Spanish Rivers are the largest two, the reported length of the former being 120, and of the latter 200 miles; the other three are probably not much over fifty to sixty miles each. In the distances measured, the Thessalon and the Mississagui flow from the north-west to the south-east, the Spanish River from the north of east to the south of west, and this is navigable for craft drawing not over five feet, for thirty-five miles from its mouth.

"The series of rocks occupying this country from the connecting link between Lake Huron and Superior to the vicinity of Shebawenahning, a distance of 120 miles, with a breadth in some places of ten, and in others exceeding twenty miles, it appears to me, must be taken as belonging to one formation; on the west it seems to repose on the granite which was represented in my Report on Lake Superior, as running to the east of Gros Cap, north of Sault Ste. Marie; on the east the same supporting granite was observed by Mr. Murray north of La Cloche, between three and four miles in a straight line up the Riviere au Sable, a south flowing tributary of the Spanish River; and again, about an equal distance up another and parallel tributary, joining that stream eight miles farther from its mouth; in both cases about ten miles from the coast. The series is to be divided into rocks of a sedimentary, and rocks of an igneous origin.

"The metalliferous veins intersect all the rocks that have been mentioned. They are probably themselves intersected by cross courses, breaking their regular continuity; but that slips or displacements of the country on opposite sides of the veins have occurred, when the fissures were formed that constitute their mould or receptacle, is not left in doubt. Numerous instances were observed, where both granite and greenstone dykes, cut by the metalliferous veins, were suddenly heaved considerably out of their course. This fact may by some be deemed valuable, as shewing the probable great depth and distance to which the veins may run. The metal which these veins hold in the greatest quantity is copper, and the ores in which it occurs are vitreous copper, variegated copper and copper pyrites. Iron pyrites is sometimes associated with them, but in general not in large quantity. Copper pyrites, in one instance, was accompanied by rutile, and in another by the arsenuretted sulphuret of iron and nickel containing a trace of cobalt. The gangue or vein stone, in which the ores are contained, is in general white quartz, and there is very often present, but not in very great quantity, white compact dolomite, which in druses assumes the forms of pearl spar, and brown or bitter spar; calc-spar also appears occasionally in druses in dog-tooth crystals.

"The veins vary in breadth from a few inches to sometimes thirty feet, but when of this last great breadth, or even much less, they usually contain a considerable amount of brecciated wall rock mixed up with the gangue; many of them range from one to three and four feet, and their slope or underlie varies from about 50° to 90° . From such as might be considered master lodes, innumerable branches of various sizes start, some of which visibly diminish before proceeding far, and dwindle to nothing, while others maintain moderate widths, with much regularity, for considerable distances, and may run to a junction with parallel lodes. The lodes have a bearing agreeing with the general strike of the formation, which roughly coincides with the general trend of the coast. They are thus, in a rude way, parallel to one another, and run in a direction between west and north west, more nearly approaching the latter."

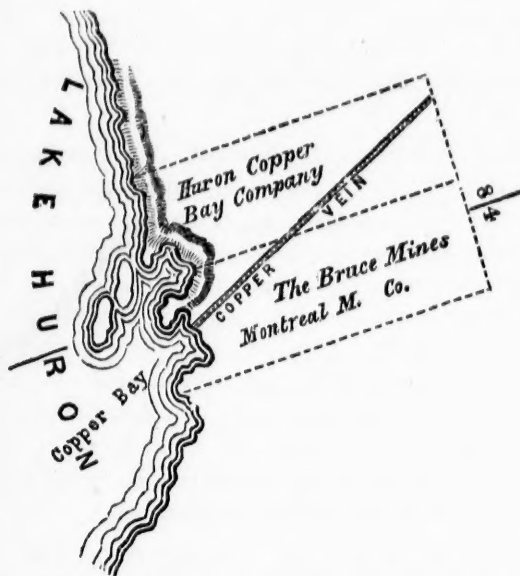
Speaking of a lode worked by the Montreal Mining location, he says:

"This last exhibition of the lode approaches to within about sixty-five yards of the western boundary of the location; and there appears no reason to doubt that this, and such other lodes as come up parallel with it, will carry into the succeeding location the same characteristics they bring to the vicinity of the boundary. The same greenstone as exists on the one location, is carried into the other in the prolongation of the belt that has been given as the area holding the lodes; and while this would lead us to expect no change in the mineral condition of the metaliferous veins, it would at the same time seem to point out (the stratified nature of the whole formation taken into account) that no dislocation of uncommon magnitude has occurred to heave them to any unusually great extent on one side or the other of their continued course and general bearing.

"The view I have taken of the physical structure of the front of the Bruce Mines location, is predicated upon the supposition, that the true dip of the limestone band above the French Islands, is northward, and that the band is not to be found between the Thessalon and the coast, on this location, or any to the eastward. Although it was not observed, it is so narrow that it may, notwithstanding, be concealed on the north side of the front greenstone; should it be discovered there, the problem of the structure would be very simply solved. The greenstone would then evidently appear to be on the crown of an anticlinal, and all the phenomena of the locality would be accounted for. The bend of the arch would account for the fissures which have given space for the secretion of the mineral veins, and the sandstone of Eagle Point would be the greenstone's supporting rock, approaching which, the quantity of copper in the lode diminishes. This structure would be the most favorable for the mines, as the probability would be, that the lode would maintain its productive quality westward, with an increasing depth all the way.

"The quantity of copper ore and undressed vein stuff above ground at the Bruce Mines at the time of sampling them in the beginning of July, it will be perceived, by a reference to a table in another page, was estimated at 1475 tons. The average produce is 8.01 per cent. (equal to the average of the dressed ores of Cornwall,) giving about 118 tons of pure copper, which, allowing for the mode of assay and waste in dressing, would yield upwards of 650 tons of 15.00 per cent. ore. At the time of my departure, much activity prevailed in working the lodes, and an expect-

tation was entertained by the mining captains that 250 tons of such ore might be raised monthly. One hundred and sixty-three persons were employed in carrying on the operations connected with the mines, consisting of seventy-seven miners, sixty-five laborers, four boys, eleven blacksmiths, carpenters and other artisans, two mining captains, one engineer, two clerks, and a superintendent, constituting a population, including the families of the workmen, of about two hundred and fifty souls."



The above sketch shows the relative position of the property of this Company to that held by the Montreal Company, and the direction of one of the largest veins now worked by them.

With a property equally valuable as the Bruce, having the experience of the Montreal Mining Company derived useful lessons of economy, smelting works, warehouses, and wharves, of which we can avail ourselves at a reasonable rate, and the quantity and quality of ore established by their operations, which have been extended to a depth of three hundred feet; the Directors of the Huron Copper Bay Company have but little hesitation in recommending immediate action at Lake Huron. The Company are free from debt, and have a sufficient amount of reserved stock, if sold at a fair rate, to prosecute their operations for a considerable time without assessments, perhaps until the first sale of ore shall have placed us beyond that necessity. If, however, those interested will glance an eye over the subjoined statement of the Copper Stocks in England and the United States, they can have but little hesitation in readily answering any moderate call the Directors may find it necessary to make upon them, to carry out the views which they have unanimously adopted. Should it, however, be deemed advisable to divide the location, there are parties now in negotiation who would readily pay \$50,000 for one-half of it, but we trust no such alternative will by your action will be presented, and doubt not that with ordinary economy, the yield from the Copper Bay location will equal that of

any of the Mines in this country; the ores are sulphurets, valuable to smelters for fluxing other ores with economy. The location is unsurpassed for mining purposes; a fine harbor, abundance of timber for mining purposes, perfect drainage for the first ten fathom adit level, a sufficiency of arable land, a delightful and salubrious climate, ready access to market and civilization by steamer or sail, and free from the objection of the Lake Superior Mines of distance and transportation by land, and with their success before us, we have but little to fear for the result of the Copper Bay Mining Company.

A. RANKIN, *President.*

MONTREAL, JULY 7th, 1853.

STATEMENT

OF THE COPPER STOCKS IN ENGLAND AND THE UNITED STATES.

	No. of Shares.	Paid in.	Present Price.	Am't div. Paid.		No. of Shares.	Paid in.	Present Price.	Am't div. Paid.
Alfred Consols.....	5120..	£2 16s..	£17½	£5 16 0	South Caradon	256... £2½	£300	£267 10 0	
Bedford United, Tavistock	4000... 2½	10	4 2 0		South Tolgus.....	256... 16	250	56 0 0	
Botallack (tin, copper).....	100... 182½	600	470 10 0		South Wheal Frances.....	248... 37½	185	211 15 0	
Carn Brea (tin, copper).....	1000... 15	82	214 0 0		St. Aubyn and Grylls	1024... 3	7½	0 17 6	
Conford, Gwennap.....	128... 75	60			Stray Park and Camborne }	1000... 16	8½	11 10 0	
Condurrow (copper, tin).....	256... 20	112½	25 0 0		Vean.....			6 8 0	
Devon Great Consols.....	1024... 1	430	304 0 0		Tincroft (copper, tin).....	6000... 7	11	1 3 0	
Dolcoath (copper, tin).....	180... 257½	60	855 14 0		Treleigh Consols.....	5000... 6	3	4680 15 0	
East Pool (tin, copper).....	128... 24½	145	233 0 0		Tresavean.....	96... 32½	14	402 10 0	
East Wheal Crofty.....	94... 125	65	840 0 0		Trethellan.....	120... 5	14	295 10 0	
Fowey Consols.....	494... 40	30			Treviskey and Barrier.....	120... 130	90	23 15 0	
Gonamena.....	1024... 12½	12	0 7 6		United Mines.....	400... 40	37½	2 2 6	
Great Consols.....	96... 1000	200	353 6 3		Wellington (copper, tin).....	1024... 7½	3	198 5 0	
Lewis (tin, copper).....	1000... 17	10	2 0 0		West Caradon.....	256... 20	310	370 0 0	
Levant (copper, tin).....	160... 2½	155	1036 0 0		Wheal Bassett.....	256... 10½	575	5 0 0	
North Pool (copper, tin).....	300... 23½	330	263 0 0		Wheal Brewer.....	256... 4	22½	242 10 0	
North Roskear.....	140... 10	110	240 10 0		Wheal Buller.....	256... 5	1250	1 8 2	
North Wheal Bassett.....	6000... —	11	1 6 0		Wheal Clifford.....	250... —	150	2349 10 0	
Par Consols.....	6400... —	1½	19½	22 0	Wheal Friendship.....	128... 130	112½	22 10 0	
Perran St. George (copper, tin).....	1160... —	21½	40	1 15 0	Wheal Seton (tin, copper).....	198... 107	190	9 5 0	
Phoenix (copper, tin).....	200... 30	750	240 0 0		Wheal Tremayne (tin, copper).....	1024... 9½	27		

The following statement with respect to the Lake Superior Mining Share-list, is authentic:—

No. of Shares.	Paid in.	Present Price.	No. of Shares.	Paid in.	Present Price.
Boston and Pittsburg Mining Co.,....	6,000	\$18 50	\$185		
Minnesota	3,000	22 00	205		
Copper Falls.....	10,000	8 00	55		
Northwestern	10,000	15 00	25		
North American.....	10,000	17 00	65		
Northwestern	10,000	8 00	17		
Norwich.....	20,000	3 00	7½		
Forrest.....	10,000	8 00	23		
Dana.....	10,000	1 00	3		
Native Copper.....	5,000	1 50	4		
Toltec	30,000	32 00	\$14		
Douglas Houghton.....	10,000	5 00	6		
Phoenix.....	10,000	7 00	12		
Winthrop.....	10,000	0 75	13		
Iron City.....	10,000	2 50	1		
National.....	10,000	2 00	21		
Ohio Trap Rock.....	10,000	5 00	12		
Windsor.....	20,000	1 00	3		
Flint Steel.....	10,000	0 50	75		
Isle Royale.....	10,000	1 00	10		

CHARTER.

AN Act to incorporate certain persons under the style of The Huron Copper Bay Mining Company.

[30th May, 1849.]

WHEREAS, it will tend to the benefit of this country if its mineral resources be developed by the skill of the Miner; And whereas the several persons hereinafter named together with certain other persons, have united and bound themselves to each other by Agreement executed at Montreal, before Notaries Public, and bearing date the second day of August, one thousand eight hundred and forty-seven, to prosecute conjointly the legitimate operations of Mining in this Province with adequate capital for that purpose; And whereas furthermore, the said individuals, acting under the sanction of the Crown, have explored for and discovered rich Mineral Veins of Copper and other Ores, on a certain tract of land on the shores of Lake Huron, and have employed laborers and miners in opening the said Veins; And whereas the said persons experience great difficulties in carrying out the objects for which they were associated without an Act incorporating them as hereinafter mentioned, and have prayed that such Act may be passed: Be it therefore enacted by the Queen's Most Excellent Majesty, by and with the advice and consent of the Legislative Council and of the Legislative Assembly of the Province of Canada, constituted and assembled by virtue of and under the authority of an Act passed in the Parliament of the United Kingdom of Great Britain and Ireland, and entitled, *An Act to re-unite the Provinces of Upper and Lower Canada, and for the Government of Canada*, and it is hereby enacted by the authority of the same, That John Simpson, of the Coteau du Lac, in Lower Canada, Esquire, Stewart Derbishire, of Montreal, in Lower Canada, Esquire, John Prince, of the Park Farm, in the Western District, Esquire, Arthur Rankin and Robert Stuart Woods, both of Sandwich, in the same District, Esquires, William A. Townsend, of Montreal aforesaid, merchant, and Stachan Bethune, of the same place, Esquire, and their successors, and such and so many other persons or parties as have become, or shall become Shareholders in the Capital Stock hereinafter mentioned, shall be and they are hereby constituted a Body Politic and Corporate, in fact and in name, by the name of *The Huron Copper Bay Company*, and by that name may sue and be sued, implead and be impleaded, answer and be answered unto, in all Courts of Law or Equity whatsoever, and shall have uninterrupted succession with a Common Seal, which may by them be changed or varied at their pleasure.

II. And be it enacted, That the Capital Stock of the said Association, divided into fifteen thousand shares, of thirty shillings currency, each, shall form the Capital Stock of the said Corporation, subject to be increased as hereinafter provided.

III. And be it enacted, That no shareholder in the said Corporation shall be in any manner whatsoever liable for or charged with the payment of any debt or demand due by the said Corporation, beyond the amount of his, her or their subscribed share or shares in the Capital Stock of the said Corporation not paid up.

IV. And be it enacted, That the calls made and to be made on the holders of the said Stock, inclusive of the calls already demanded, shall not exceed in the whole the sum of thirty shillings currency, per share, and the same shall be paid by instalments when and in such manner, as shall be prescribed by the Directors hereinafter named; Provided also, that nothing herein contained shall exonerate or relieve any party from any existing liability to the said Company, whether such liability result from any call or calls heretofore made by the Trustees of the said company, or from any other cause or matter whatsoever, but on the contrary, all such liabilities shall and may be enforced in the same way, and the said corporation shall have the same remedies to enforce, and the same facilities of enforcing the payment of calls already made and all other calls and sums now due or called for, as are hereinafter provided with respect to future calls and liabilities.

V. And be it enacted, That all and every estate and property, real or personal, belonging to the said Association formed under the Articles of Association aforesaid, at the time of the passing of this Act, and all debts or claims then due to or possessed by the said Association, shall be transferred to and vested in the corporation hereby established, which shall in like manner be liable to and for all debts due by or claims upon the said Association; and the Trustees of the said Association hereinafter named, shall be Directors of the said corporation, as if elected under this Act, until their successors shall be elected as hereinafter provided.

VI. And be it enacted, That it shall be lawful for the said corporation to have and hold such lands and immoveable or real property, as may be necessary for carrying on the business of the said corporation, provided the sum invested in real property purchased from private individuals or from the crown do not at any one time exceed fifty thousand pounds; and it shall be lawful for the said corporation to sell, lease, or otherwise dispose of the said property and estate as they may see fit.

VII. And be it enacted, That it shall be lawful for the said corporation to engage in and follow the occupation and business of carrying on exploration for and of finding and getting copper and other ores, metals and minerals, and of manufacturing and disposing of the same for the benefit of the said corporation, and to do all things necessary for the purposes aforesaid, not inconsistent with the rights of any other parties, or with the conditions of any grant or other title under which the said corporation may hold the lands in which such things are to be done.

VIII. And be it enacted, That if the sum of twenty-two thousand five hundred pounds be by the said Corporation considered insufficient for the purpose of this Act, then and in such case it shall be lawful for the Members of the said Corporation by a vote not less than two-thirds in number of the Shareholders, representing not less than ten thousand shares, at any General Meeting to be expressly called for that purpose, to increase the Capital Stock of the said Corporation, either by the admission of new members as subscribers to the said undertaking, or otherwise, to a sum not exceeding one hundred thousand pounds, currency, including the said twenty-two thousand five hundred pounds, currency, hereinbefore authorized to be raised, in such manner and upon such terms and conditions and under such regulations as shall be approved and agreed upon; and the capital so to be raised by the creation of new shares, shall be in all respects part of the Capital Stock of the said Corporation; and every Shareholder of such new Stock shall be a member of the said Corporation, and be entitled to all and every the same powers, privileges, immunities and rights as the persons who are now Shareholders, in proportion to the interest or number of shares which he may acquire, and to the amount of calls

paid thereon; and shall also be liable and subject to the same obligations and stand interested in all the profits and losses of the said undertaking, in proportion to the sum that he shall subscribe and pay thereto, as fully and effectually to all intents and purposes whatsoever, as if such other or further sum had been originally raised as a part of the said first sum of twenty-two thousand five hundred pounds; any thing herein contained to the contrary notwithstanding: But if at the time of such increase of capital taking place, the existing shares of the said Corporation be below par, then such new shares may be of such amount and may be issued in such manner and on such terms and conditions as the said Corporation shall think fit.

IX. And be it enacted, That it shall be lawful for the said Corporation from time to time to borrow, at such rate of interest, whether above or below six per centum per annum as they may think fit, either in this province or elsewhere, all such sum or sums of money not exceeding in all twenty-five thousand pounds currency, as they may find expedient; and to make the bonds, debentures or other securities they shall grant for the sums so borrowed payable either in currency or in sterling with interest, and at such places or places within or without this Province as they may deem advisable, and such bonds, debentures, or other securities may be made payable to bearer, or transferable by simple endorsement or otherwise, and may be in such form as the Directors for the time being may see fit; and the said Directors may hypothecate, mortgage or pledge the lands, revenues and other property of the said Corporation for the due payment of the said sums and the interest thereon: Provided always, that such Corporation shall not be allowed to borrow any part of the said sum of twenty-five thousand pounds, until at least one-half of the said Capital Stock of the said Corporation hereinbefore authorized, be paid up for the uses of the Corporation: And provided also, that no such bond, debenture or other security shall be made or granted for a less sum than one hundred pounds currency.

X. And be it enacted, That the Stock of the said Corporation shall be deemed personal or moveable estate, notwithstanding the conversion of any portion of the funds constituting the same into lands; and at all Meetings of the Shareholders held in pursuance of this Act, whether the same be general or special, every Shareholder shall be entitled to as many votes as he shall have shares in the said stock; and such vote or votes may be given in person or by proxy; and all questions proposed or submitted for the consideration of the said Meetings shall be finally determined by the majority of the votes, except in the case or cases otherwise provided for: And provided also, that no person shall be entitled to vote as proxy at any Meeting unless he shall be a Shareholder in the said Corporation and produce written authority as such proxy in the form prescribed by the Schedule A.

XI. And be it enacted, That the shares in the Stock of the said Corporation shall be assignable by delivery of the certificates, to be issued to the holders of such shares respectively, and by assignment in the form of the Schedule B, or by any other convenient manner to be prescribed by any By-law of the said Corporation; and that by such assignment the party accepting such transfer shall thenceforth become in all respects a Member of the said Corporation in respect of such share or shares in the place of the party so transferring the same; but no such transfer shall be valid or effectual until at calls made on the shares purporting to be transferred, and all debts or moneys due to the said Corporation thereon, shall have been fully paid up and discharged; and a copy of such transfer extracted from the proper book of entry, and purporting to be signed by the Clerk or other Officer of the said corporation duly authorized thereto, shall be sufficient *prima facie* evidence of every such transfer, in all courts in this Province.

XII. And be it enacted, That the Directors of the said corporation shall have power and authority to establish and have a place of business or office in the cities

of London, Liverpool, and Bristol, in England, and New York, Boston, Philadelphia, and Detroit, in the United States of America, and to open Books of Subscription in all or any of the said Cities for the Stock of the said Corporation, and to receive there subscriptions for the said Stock transferable there respectively, and to make all such instalments called thereon payable there respectively; and the said Directors shall also have power to name one or more Agent or Agents or commissioners in all or any of the aforesaid cities, for all or any of the purposes aforesaid, and to allow to such Agents or commissioners a reasonable remuneration for his or their services, and all other necessary expenses of the said office and officers; and it shall also be competent for the said Directors to make all such Rules and Regulations, and to prescribe all such forms as to them may seem meet for the better and more satisfactorily managing and conducting the affairs and business of the said corporation in all or any of the cities aforesaid, and for facilitating and rendering effectual the subscription for and transfer of and payments upon the said Stock respectively; and for all other purposes connected therewith and incidental thereto; Provided always, that the said Directors may make By-laws prescribing the mode in which any shares of the Stock in all or any or either of the said cities may be made shares in Canada, or whereby any shares of the Stock in Canada may be made shares in England or the United States aforesaid.

XIII. And be it enacted, That for managing the affairs of the said corporation, there shall, subject to the provisions hereinafter contained, be from time to time elected out of the Members of the said corporation, not fewer than six persons, being each a proprietor of not less than fifty shares of the said Capital Stock, to be Directors of the said corporation, for ordering, managing and directing the affairs of the said Corporation; and any three Directors shall form a *quorum* of the Board, and may exercise all the powers of the Directors; Provided, that no Director shall have more than one vote at any Meeting of Directors; and whenever any vacancy shall happen among the Directors by death, resignation or removal out of the Province, such vacancy shall be filled up until the next General Meeting of the Shareholders, in such manner as may be prescribed by any *By-law of the Corporation*; and the Directors shall have full power to dispose of such part of the Stock of the said corporation as may remain to be disposed of, or as may from time time be added to or fall into the general mass either by forfeiture or otherwise, on such terms and conditions and to such parties as they may think most likely to promote the interests of the said corporation; and they shall also have full power to make such calls for money from the several Stockholders for the time being as is hereinbefore provided for, and in the name of the said corporation to sue for, recover, and get in all such calls whether already made under the said Articles of Association or to be made under this Act, and to cause and declare the said shares to be *forfeited* to the said corporation in case of non-payment, on such terms and in such way as shall be prescribed by any *By-law*; and to cause the punctual payment of the said calls by enforcing of any penalties that may be prescribed in that behalf by any *By-Law or By-laws of the said Company*; and in any action to be brought to recover any money due on any call, it shall not be necessary to set forth the special matter in the declaration, but it shall be sufficient to allege that the defendant is the holder of one share or more in the said Stock (stating the number of shares) and is indebted to the corporation in the sum to which the calls in arrear shall amount (stating the number and amount of such calls,) whereby an action hath accrued to the corporation by virtue of this Act; and it shall be sufficient to maintain such action, to prove by any one witness that the Defendant at the time of making such call was a Shareholder in the number of shares alleged, and that the calls sued for were made and notice thereof given in conformity with the *By-laws of the said Corporation*, and and it shall not be necessary to prove the appointment of the Directors nor any other matter whatsoever; That the said Directors shall and may use and affix or

cause to be used and affixed the *Common Seal* of the said corporation to any documents which in their judgment may require the same, and any Act or Deed bearing such Seal, and signed by the President (or by any two Directors) and countersigned by the Secretary, shall be held to be the Act or Deed of the corporation; That they may appoint such and so many Agents, Officers, and Servants of the said corporation under them as to the said Directors may seem meet, and may fix the salaries and remuneration of such Officers, Agents, and Servants; may make any payment and enter into any contracts for the execution of the purposes of the said corporation, and for all other matters necessary for the transaction of its affairs; may generally deal with, treat, purchase, lease, sell, mortgage, let, release and dispose of and exercise all acts of ownership over the lands, tenements, property and effects of the said corporation; may institute and defend in the name of the said corporation all suits at law; may from time to time displace the Officers, Agents, and Servants of the said corporation, except as hereafter provided; and that they shall and may have power to do all things whatsoever which may be necessary or requisite to carry out the objects of the corporation, and to vest the present property and funds of the said Association in the corporation hereby erected; That they shall declare dividends of the profits of the said corporation, when and as often as the state of the funds thereof may permit; may appoint when Special Meetings of the Shareholders shall be held, and determine on the mode of giving notice thereof, and of the manner in which the Shareholders may call or require such Special Meetings to be called; And they shall have power to make By-laws for the government and control of the Officers and Servants of the said corporation, and shall also have power to make and frame all other By-laws, Rules and Regulations for the management of the business of the said corporation in all its particulars and details, whether hereinbefore specially enumerated or not, and the same also at any time to alter, change, modify and repeal; which said *By-Laws, Rules and Regulations shall be submitted for approval, rejection or alteration by the Stockholders at the next General Meeting, or at a Special Meeting to be called by the said Directors*, and when so ratified and confirmed shall be put into writing and duly recorded in the Minutes of the said corporation, and be binding upon and observed and taken notice of by all the Members of the said corporation; and any copy of the said By-laws, or any of them, purporting to be under the hand of the Clerk, Secretary, or other Officer of the said company, and having the Seal of the said corporation affixed to it, shall be received as *prima facie* evidence of such By-laws, in all courts of this Province; Provided always, that the Stockholders may, at any General or Special Meeting, appoint such a salary or compensation to the President and Directors respectively, as to them shall seem reasonable and proper.

XIV. And be it enacted, That the first General Meeting of the Shareholders of the said corporation shall be held at the office of the said corporation in the city of Montreal, (at which place the said corporation shall have its principal place of business,) on the first Monday in the month of July, one thousand eight hundred and forty-nine, and at such time and place, and on the like day in every year thereafter, the said Shareholders shall elect two fit and qualified persons to be Directors of the said company in the place and stead of the two who shall retire as prescribed in the next following section; and until such first election, and until they shall respectively retire as aforesaid, The Trustees of the Association aforesaid, hereinafter named, that is to say: The said John Simpson, Stewart Derbishire, John Prince, Arthur Rankin, W. A. Townsend, and Strachan Bethune, and the survivor or survivors of them, shall be and are hereby declared to be and constituted Directors of the said corporation, and they shall have and exercise all and every the powers, and shall be subject to all and every the clauses, conditions, liability and restrictions imposed on the Directors to be chosen under this Act; Provided always, that in all actions or suits or other legal proceedings to be brought against the

XV. And be it enacted, That at the first General Meeting of the Shareholders, and at the Annual General Meeting in each year, thereafter, two of the said Directors shall retire in rotation (the order of retirement of the said persons hereinbefore named, to be decided by lot, on or before the said first Monday in July, one thousand eight hundred and forty-nine): Provided always, that all Directors retiring at any time shall be eligible for re-election; and the Directors, immediately after the election at each Annual Meeting, shall choose one of their own number to be President.

XVII. And be it enacted, That the word "Lands" in this Act shall include all lands, tenements and hereditaments, and real or immoveable property whatsoever: and all words importing the singular number or the masculine gender only, shall extend to more than one person, party or thing, and to females as well as males, and the word "Shareholder" shall include the heirs, executors, administrators, curators, legatees or assigns of such Shareholder, or any other party having the legal possession of any share, whether in his own name or in that of any other, unless the context shall be inconsistent with such construction; and whenever power is by this Act given to do anything, power shall be intended also to do all things which may be necessary to the doing of such thing; and generally all words and clauses herein shall receive such liberal and fair construction as will best ensure the carrying into effect of this Act according to its true intent and spirit.

XIX. And be it enacted, That nothing in this Act contained shall in any manner derogate from or affect the Rights of Her Majesty, Her Heirs or Successors, or of any person or persons, Body Politic or Corporate, except so far as the same may be specially derogated from or affected by the provisions of this Act.

Seventh.—It shall be the duty of the Secretary and Treasurer to keep proper Books of Accounts, as well as a Register of the Stockholders, and a Minute Book, all of which shall, at all times, be open to the inspection of the Directors; to sign the receipts for the payment of all monies to the Company; to countersign all Bonds, Deeds, Debentures, Certificates of Shares, and other Documents requiring the signature of the President or Vice-President, and to affix

SCHEDULE A.

FORM OF PROXY.

I, A, B, of _____ hereby appoint C,
 D, of _____ to be my Proxy, and to
 vote and act for me as such at all meetings of the Shareholders of *The Huron Copper
 Bay Mining Company*, and in my name to do all things with regard to the business
 of the said Company, which I may, by law, do by Proxy.

Witness my hand, this _____ day
 of _____ 18 _____

A. B.

SCHEDULE B.

FORM OF TRANSFER.

I, A, B., from value received from C. D. of
 do hereby bargain, sell and transfer to the said C. D.
 share (or shares) of the Stock of *The Huron Copper Bay Mining Company*, to hold
 to him the said C. D., his heirs, executors, curators, administrators and assigns,
 subject to the same rules and orders, and on the same conditions that I held the
 same immediately before the execution hereof. And I, the said C. D., do hereby
 agree and except of the said
 share (or shares,) subject to the same rules, orders and conditions.

Witness our hands and seals, this _____ day of _____ in the year _____

A. B.
 C. D.

ors of the said corporation, and they shall have and exercise all and every the
 powers, and shall be subject to all and every the clauses, conditions, liability and
 restrictions imposed on the Directors to be chosen under this Act; Provided always,
 that in all actions or suits or other legal proceedings to be brought against the

BY-LAWS, RULES AND REGULATIONS,

FOR THE
MANAGEMENT OF THE AFFAIRS
OF THE

HURON COPPER BAY MINING COMPANY.

CONFIRMED BY THE STOCKHOLDERS,

7th July, 1847.

First.—The election of two Directors, and as many more as there shall be vacancies to fill up, shall take place annually, on the first Monday of July in each year, at the General Meeting of Shareholders, of which one month's notice shall be given in the *Official Gazette* and *N. Y. Herald*; the chair to be taken at one, and the ballot box closed at three o'clock, P. M.

Second.—Any Director shall be at liberty to resign his office, by giving notice in writing of his intention so to do, at the office in Montreal, and at the expiration of thirty days next after such notice shall be given, the office of such Director shall be vacated.

Third.—Should any vacancy happen among the Directors by death, resignation, or otherwise, such vacancy may be forthwith filled up, until the next general meeting of the Stockholders, by the remaining Directors, who shall choose and elect, out of the qualified Stockholders, one or more, as the case may be, to fill the vacancy or vacancies which may have occurred as above, and such Stockholder shall take his seat as a member of the Board of Directors, and exercise the same rights and powers as he could have done, had he been elected at a General Meeting of the Stockholders; and at the next General Meeting, all Directors thus chosen shall retire, along with those Directors retiring in terms of the 15th Section of the Act, but shall be eligible for re-election.

Fourth.—The Directors shall hold a weekly meeting at the Company's office, at such day and hour as may be most convenient; the attendance of three Directors, of whom the President or Vice-President, if in Montreal, must be one, shall be necessary at any meeting to form a quorum for the transaction of business, and in the absence of both President and Vice-President, a Chairman, *pro tempore*, shall be chosen; special meetings of the Directors may be called by the President or Vice-President, or any two of the Directors, upon due notice being given in writing to the others.

Fifth.—Two or more proprietors, holding in the aggregate forty thousand shares or upwards in this company, may, at any time, by writing under their hands, left with the Secretary, at the office, in Montreal, require the Directors, for the time being, to call a Special General Meeting of the proprietors, so as such requisition fully express the object for which such Special Meeting is required to be called, and such meeting shall be called by the Directors, giving thirty days' notice, by advertisement, in the *Montreal Herald* and *New York Herald*.

Sixth.—It shall be the duty of the President, or, in his absence, of the Vice President, to execute all Bonds, Deeds, Debentures, or Contracts, entered into on behalf of the Company, to sign Certificates of Stock, and generally to superintend the affairs of the Company.

Seventh.—It shall be the duty of the Secretary and Treasurer to keep proper Books of Accounts, as well as a Register of the Stockholders, and a Minute Book, all of which shall, at all times, be open to the inspection of the Directors; to sign the receipts for the payment of all monies to the Company; to countersign all Bonds, Deeds, Debentures, Certificates of Shares, and other Documents requiring the signature of the President or Vice-President, and to affix

the seal of the corporation, under the authority of the Directors, to all documents requiring the same, in accordance with the provisions of the Act of Incorporation and By-Laws; to conduct the correspondence, and be prepared to furnish full and clear statements of the affairs of the Company to the Directors at their weekly meetings, and general statements when required; and he shall also execute a bond, with one or more securities to the said Company, in such sum or sums as the Directors may require.

Eighth.—So often as the Directors see fit to make a further call upon the Stock of the Company, notice of such call shall be given by advertisement in the Montreal Herald and New York Herald, and such advertisement shall state the amount of such call, also the place and time of payment, which shall be at least sixty days subsequent to the first insertion.

Ninth.—Any Shareholder or Shareholders refusing, or neglecting to pay any, or any part of, such call on his, her, or their Shares of the said Capital Stock, at the time or times required by public notice as aforesaid, shall incur a forfeiture to the use of the said Corporation of a sum of money equal to ten pounds per centum on the amount of such call; and moreover, it shall be lawful for the Directors of the said Corporation (without any previous formality, other than thirty day of public notice of their intention, and a written notice addressed through the Post-Office to the party in default or his representative, at their domicile, as mentioned in the books of the company, but without the Company being responsible for any error or other cause from which such notice might not have reached the interested parties,) to sell, at public auction, at the office of the Corporation, the said shares, or so many of the said shares, as shall, after deducting the reasonable expenses of the same, yield a sum of money sufficient to pay the unpaid instalments due on the remainder of the said shares, and the amount of forfeitures incurred upon the whole; and the President, or Vice-President, of the said Corporation, shall execute the transfer to the purchaser of the Shares of Stock so sold, and such transfer being accepted, shall be as valid and effectual in law as if the same had been executed by the original holder or holders of the Shares of Stock thereby transferred; Provided always, that nothing herein contained shall be held to debar the Directors from suing an holder for the amount of any call for which he may be in arrear.

Tenth.—The Shares in the Stock of the Corporation shall be transferable only on the Books of the Company, and a Transfer book shall be kept at their office in Montreal, and in such other place as the Directors may determine, wherein the vender and the purchaser shall personally, or by Attorney, sign a transfer in terms of the Act of Incorporation; and no sale or transfer shall be made of any fractional or aliquot part of any Share, so as to divide any share into parts.

Eleventh.—In all cases before a Shareholder may vote by proxy, or when any transfer is to be made, or dividend received, or other act to be done by Attorney, such proxy shall be held to produce and deposit with the Secretary, his Letter of Attorney, that the same may be filed in the office of the Company, but no proxy, who is not a Shareholder, shall be allowed to attend or vote at any meeting of the Corporation.

Twelfth.—When any dividends accruing to the Company shall be declared by the Directors, thirty days' public notice of the payment shall be given, and no transfer of Stock shall be registered for fifteen days previous to the day fixed for the payment thereof.

Thirteenth.—It shall be in the power of the Directors to call Special General Meetings of the Stockholders at the Office of the Corporation, whenever they in their discretion see fit, on giving not less than thirty days' notice in the Montreal Herald and New York Herald, published in New York city.

Seventeenth.—The Seal now produced shall be the Seal used by the Corporation as their Common Seal.

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